

INDIANAPOLIS DEPARTMENT OF WATERWORKS
BOARD OF DIRECTORS

RESOLUTION NO. 12, 2005

APPROVAL OF CERTAIN BIDS FOR
CAPITAL PROJECT

WHEREAS, the Department of Waterworks (the "Department") has entered into that certain Management Agreement dated as of March 21, 2002 (the "Management Agreement"), with Veolia Water Indianapolis, LLC ("VWI") for the operation of the waterworks assets; and

WHEREAS, the Department has certain duties and obligations under the Management Agreement; and

WHEREAS, VWI, the Controller's Office and the Director of Contracts and Operations of the Department have identified a need to replace a wheel loader (the "Loader") and purchase a new weed harvesting boat to increase water flow in the Department central canal ("Weed Boat"); and

WHEREAS, the purchase of the Loader and Weed Boat are Capital Projects as defined by the Management Agreement; and

WHEREAS, in preparation for the possible purchase of that certain Loader and Weed Boat as Capital Projects, the Controller's Office accepted bids for such Capital Projects; and

WHEREAS, the Controller's Office, the Director of Contracts and Operations and the Office of Corporation Counsel recommend that the Board approve and award that certain bid set forth in Exhibit A attached hereto and made a part hereof for the Loader and that certain bid set forth in Exhibit B attached hereto and made a part hereof for the Weed Boat (collectively the "Bids");

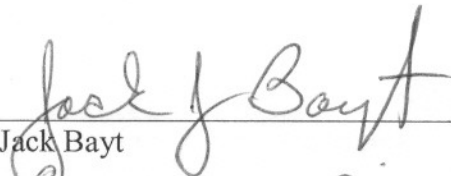
NOW, THEREFORE, BE IT RESOLVED by the Board that it hereby approves of the Bids;

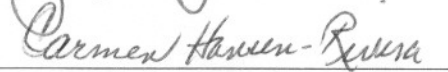
BE IT FURTHER RESOLVED by the Board that the Director of Contracts and Operations of the Department in consultation with the Office of Corporation Counsel and the Controller's Office is hereby authorized and directed to: (i) prepare, execute and deliver the Bids and every other document, certificate, instrument, agreement or affidavit as may be necessary, convenient or proper to effectuate the intent and purposes of the Bids, as appropriate; (ii) prepare, execute and deliver each and every document, certificate, instrument, agreement or affidavit as may be necessary, convenient or proper to effectuate the intent and purposes of these resolutions, as appropriate; and (iii) to take any and all such additional action as may be necessary, convenient or proper to effectuate the intent and purposes of these resolutions, as appropriate; and

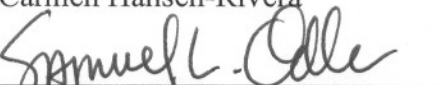
BE IT FURTHER RESOLVED by the Board that it ratifies any and all actions of the Director of Contracts and Operations, the Controller's Office and the Office of Corporation Counsel previously undertaken as may have been necessary, convenient or proper to effectuate the intent and purposes of these resolutions.

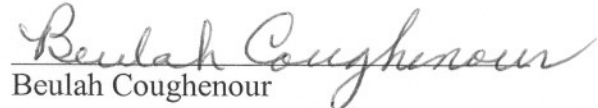
ADOPTED during a meeting of the Board this 24th day of March 2005.

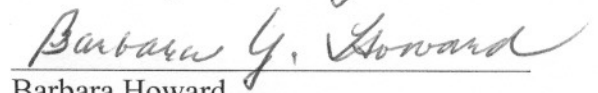
**CONSOLIDATED CITY OF INDIANAPOLIS,
DEPARTMENT OF WATERWORKS,
BOARD OF DIRECTORS**


Jack Bayt


Carmen Hansen-Rivera

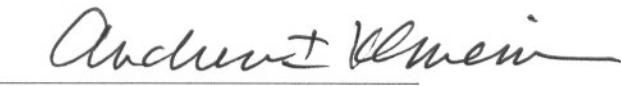

Samuel L. Odle


Beulah Coughenour


Barbara Howard

Dan DeMars

Attest:


~~S. Michael Hudson,~~ Andrew I. Klierman
~~Secretary-Treasurer~~ General Counsel